

HELM

FINANCIAL CORPORATION

One Embarcadero Center • San Francisco, CA 94111

415/398-4510

FAX 415/398-4816

VIA AIR COURIER

September 19, 1995

19646

1995 09 19 PM

Ms. Mildred Lee
Recordations Unit
Interstate Commerce Commission
12th and Constitution Avenue, N.W.
Washington, DC 20423

Dear Ms. Lee:

Enclosed are two (2) originals of the Memorandum of Lease of Railroad Equipment dated as of August 15, 1995 between the following parties:

Lessor: Helm Financial Corporation
One Embarcadero Center, Suite 3500
San Francisco, CA 94111

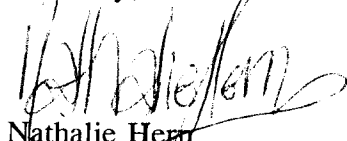
Lessee: Rio Bravo Poso
2010 Main Street, Suite 470
Irvine, CA 92714-7240

The equipment involved in this transaction is as follows:

Equipment: Ninety (90) open top hopper railcars (See Schedule A attached for reporting mark & numbers)

Please file this agreement as a primary document. The filing fee of \$21.00 is enclosed.

Sincerely,



Nathalie Herr
Administrative Assistant

/nh

Enclosures (2)

19646

1995 3 2 PM


MEMORANDUM OF
LEASE OF RAILROAD EQUIPMENT

THIS MEMORANDUM OF LEASE OF RAILROAD EQUIPMENT ("Memorandum of Lease") is intended to evidence the Lease of Railroad Equipment, dated as of March 1, 1995 (the "Lease") between Helm Financial Corporation, a California corporation (the "Lessor"), and Rio Bravo Poso, a California general partnership, Rio Bravo Jasmin, a California general partnership and Mt. Poso Cogeneration Company, a California limited partnership (collectively, the "Lessee"), for the purpose of satisfying the requirements of recordation with the Interstate Commerce Commission under Section 49 of U.S.C. 11303. Lessor has the right to lease the ninety (90) open top hopper railcars, more fully described in Schedule A hereto (the "Units"). Lessee leased from Lessor all the Units at the rentals and upon the terms and conditions provided in the Lease.

IN WITNESS WHEREOF, each party, pursuant to due authority, has executed this Memorandum of Lease on the date indicated below its signature.

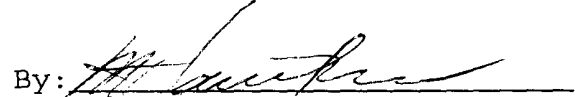
LESSOR:

HELM FINANCIAL CORPORATION

By: 
Title: President
Date: August 31, 1995

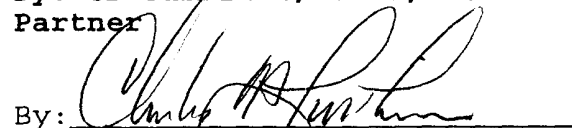
LESSEE:

MT. POSO COGENERATION COMPANY

By: 
Title: G. M.
Date: Aug 29, 1995

RIO BRAVO JASMIN, a California
General Partnership

By: CD Jasmin I, Inc., General
Partner

By: 
Title: VP
Date: 7/12/95

By: CD Jasmin II, Inc., General Partner

By: Charles M. Jasmin

Title: VP

Date: 7/12/95

By: CD Jasmin III, Inc., General Partner

By: Charles M. Jasmin

Title: VP

Date: 7/12/95

By: Ultrabravo Oil Development Company, General Partner

By: _____

Title: _____

Date: _____

By: Ultrapower Jasmin Limited Partnership, General Partner

By: Ultrapower 9, Incorporated, General Partner

By: _____

Title: _____

Date: _____

By: CD Jasmin II, Inc., General Partner

By: _____

Title: _____

Date: _____

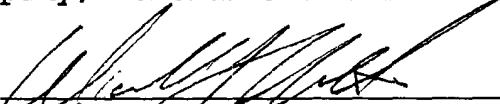
By: CD Jasmin III, Inc., General Partner

By: _____

Title: _____

Date: _____

By: Ultrabravo Oil Development Company, General Partner

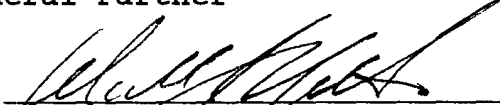
By:  _____

Title: President

Date: July 25, 1995

By: Ultrapower Jasmin Limited Partnership, General Partner

By: Ultrapower 9, Incorporated, General Partner

By:  _____

Title: President

Date: July 25, 1995

RIO BRAVO POSO, a California
Partnership

By: CD Poso I, Inc., General
Partner

By: 

Title: VP

Date: 7/12/95

By: CD Poso II, Inc., General
Partner

By: 

Title: VP

Date: 7/12/95

By: CD Poso III, Inc., General
Partner

By: 

Title: VP

Date: 7/12/95

By: Ultrabravo Oil Development
Company, General Partner

By: _____

Title: _____

Date: _____

RIO BRAVO POSO, a California
Partnership

By: CD Poso I, Inc., General
Partner

By: _____

Title: _____

Date: _____

By: CD Poso II, Inc., General
Partner

By: _____

Title: _____

Date: _____

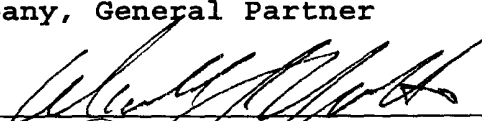
By: CD Poso III, Inc., General
Partner

By: _____

Title: _____

Date: _____

By: Ultrabravo Oil Development
Company, General Partner

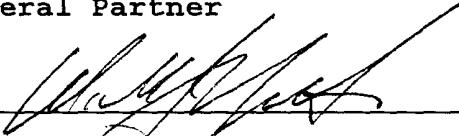
By:  _____

Title: President

Date: July 25, 1995

By: Ultrapower Poso Limited
Partnership, General Partner

By: Ultrapower 8, Incorporated,
General Partner

By: 

Title: President

Date: July 25, 1995

SCHEDULE A

To the Memorandum of

Lease of Railroad Equipment Dated as of March 1, 1995

Equipment Description:

Ninety (90), one hundred (100) ton, 3600 cubic foot, four (4) pocket, open top hopper railcars equipped with 45 degree slope sheets.

Unit Numbers:

HLMX 40001, 40008, 40016, 40018, 40038, 40040, 40055, 40057,
40060, 40069, 40076, 40077, 40079, 40081, 40083, 40095,
40097, 40098, 40099, 40100, 40101, 40102, 40103, 40104,
40105, 40106, 40107, 40108, 40109, 40110, 40111, 40112,
40113, 40114, 40115, 40116, 40117, 40118, 40119, 40121,
40122, 40123, 40126, 40128, 40148, 40153, 40154, 40156,
40182, 40186, 40190, 40193, 40194, 40212, 40236, 40249,
40254, 40255, 40256, 40258, 40275, 40279, 40296, 40299,
40318, 40324, 40341, 40343, 40344, 40347, 40349, 40355,
40363, 40366, 40369, 40371, 40375, 40382, 40387, 40390,
40392, 40393, 40396, 40399, 40407, 40412, 40416, 40418,
40424, 40431

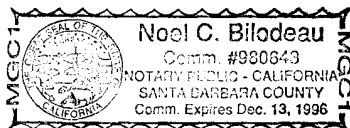
STATE OF CALIFORNIA)
)
COUNTY OF SAN FRANCISCO)

On August 31, 1995, before me, Noel C. Bilodeau,
personally appeared Richard C. Kirchner, President of **HELM
FINANCIAL CORPORATION**,

☒ personally known to me -OR-

— proved to me on the basis of satisfactory evidence to be the
person(s) whose name(s) is/are subscribed to the within
instrument and acknowledged to me that he/she/they executed the
same in his/her/their authorized capacity(ies), and that by
his/her/their signature(s) on the instrument the person(s), or
the entity upon behalf of which the person(s) acted, executed
the instrument.

Witness my hand and official seal.



Noel C. Bilodeau
SIGNATURE OF THE NOTARY

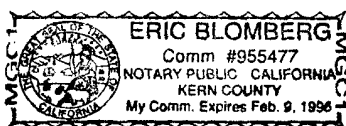
STATE OF CALIFORNIA)
)
COUNTY OF Kern.)

On August 29, 1995, before me, Eric Blomberg-Notary
personally appeared Michael L. Hawkins, G.M. of MT.
POSO COGENERATION COMPANY,

— personally known to me -OR-

☒ proved to me on the basis of satisfactory evidence to be the
person(s) whose name(s) is/are subscribed to the within
instrument and acknowledged to me that he/she/they executed the
same in his/her/their authorized capacity(ies), and that by
his/her/their signature(s) on the instrument the person(s), or
the entity upon behalf of which the person(s) acted, executed
the instrument.

Witness my hand and official seal.



E. Blomberg
SIGNATURE OF THE NOTARY

Maryland
STATE OF ~~CALIFORNIA~~)
) §
COUNTY OF *Baltimore*)


On *July 12*, 1995, before me, *Melissa A. Hill*
personally appeared *Charles H. Linthicum*, *Vice President* of CD
JASMIN I, INC., General Partner of RIO BRAVO JASMIN, a California
General Partnership,

X personally known to me -OR-

— proved to me on the basis of satisfactory evidence to be the
person(s) whose name(s) is/are subscribed to the within
instrument and acknowledged to me that he/she/they executed the
same in his/her/their authorized capacity(ies), and that by
his/her/their signature(s) on the instrument the person(s), or
the entity upon behalf of which the person(s) acted, executed
the instrument.

Witness my hand and official seal.

Melissa A. Hill
SIGNATURE OF THE NOTARY PUBLIC
My commission expires
09/24/96



Maryland
STATE OF ~~CALIFORNIA~~)
) §
COUNTY OF *Baltimore*)

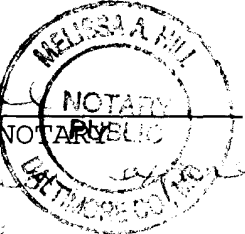
On *July 12*, 1995, before me, *Melissa A. Hill*
personally appeared *Charles H. Linthicum*, *Vice President* of CD
JASMIN II, INC., General Partner of RIO BRAVO JASMIN, a California
General Partnership,

X personally known to me -OR-

— proved to me on the basis of satisfactory evidence to be the
person(s) whose name(s) is/are subscribed to the within
instrument and acknowledged to me that he/she/they executed the
same in his/her/their authorized capacity(ies), and that by
his/her/their signature(s) on the instrument the person(s), or
the entity upon behalf of which the person(s) acted, executed
the instrument.

Witness my hand and official seal.

Melissa A. Hill
SIGNATURE OF THE NOTARY PUBLIC
My commission expires
09/24/96




Maryland
STATE OF ~~CALIFORNIA~~)
COUNTY OF Baltimore) §

On July 12, 1995, before me, Melissa A. Hill
personally appeared Charles H. Linthicum, Vice President of CD
JASMIN III, INC., General Partner of RIO BRAVO JASMIN, a California
General Partnership,

X personally known to me -OR-

— proved to me on the basis of satisfactory evidence to be the
person(s) whose name(s) is/are subscribed to the within
instrument and acknowledged to me that he/she/they executed the
same in his/her/their authorized capacity(ies), and that by
his/her/their signature(s) on the instrument the person(s), or
the entity upon behalf of which the person(s) acted, executed
the instrument.

Witness my hand and official seal.

Melissa A. Hill
SIGNATURE OF THE NOTARY PUBLIC
My Commission Expires 09/20/97


STATE OF _____)
COUNTY OF _____) §

On this ____ day of _____, 1995, before me personally
appeared _____, to me personally known, who,
being by me duly sworn, says that he is _____
of Ultrabravo Oil Development Company, General Partner, of RIO
BRAVO JASMIN, a California General Partnership, that said
instrument was signed and sealed on behalf of said corporation and
he acknowledged that the execution of the foregoing instrument was
the free act and deed of said general corporation.

Notary Public

My Commission Expires: _____

[Notarial Seal]

STATE OF CALIFORNIA)
) §
COUNTY OF _____)

On _____, 1995, before me, _____
personally appeared _____ of CD
JASMIN III, INC., General Partner of RIO BRAVO JASMIN, a California
General Partnership,

_____ personally known to me -OR-

_____ proved to me on the basis of satisfactory evidence to be the
person(s) whose name(s) is/are subscribed to the within
instrument and acknowledged to me that he/she/they executed the
same in his/her/their authorized capacity(ies), and that by
his/her/their signature(s) on the instrument the person(s), or
the entity upon behalf of which the person(s) acted, executed
the instrument.

Witness my hand and official seal.

SIGNATURE OF THE NOTARY

STATE OF Colorado)
) §
COUNTY OF Denver)

On this 25 day of July, 1995, before me personally
appeared Michael J. Ruffatto, to me personally known, who,
being by me duly sworn, says that he is President
of **Ultrabravo Oil Development Company, General Partner, of RIO
BRAVO JASMIN, a California General Partnership**, that said
instrument was signed and sealed on behalf of said corporation and
he acknowledged that the execution of the foregoing instrument was
the free act and deed of said general corporation.

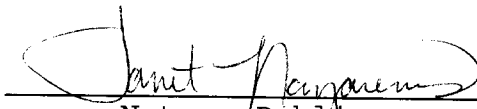
Janet Naranjo
Notary Public

My Commission Expires: June 22, 1997

[Notarial Seal]

STATE OF Colorado)
COUNTY OF Denver) §

On this 25 day of July, 1995, before me personally appeared Michael J. Rutledge, to me personally known, who, being by me duly sworn, says that he is president of **Ultrapower 9, Incorporated, General Partner of UltraPower Jasmin Limited Partnership, General Partner of RIO BRAVO JASMIN, a California General Partnership**, that said instrument was signed and sealed on behalf of said corporation and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.


Notary Public

My Commission Expires: June 22, 1997

[Notarial Seal]

STATE OF CALIFORNIA)
COUNTY OF _____) §

On _____, 1995, before me, _____ personally appeared _____ of CD Poso I, Inc., General Partner of RIO BRAVO POSO, a California Partnership,

____ personally known to me -OR-

____ proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

Witness my hand and official seal.

SIGNATURE OF THE NOTARY



STATE OF _____)
) §
COUNTY OF _____)

On this ____ day of _____, 1995, before me personally appeared _____, to me personally known, who, being by me duly sworn, says that he is _____ of Ultrapower 9, Incorporated, General Partner of UltraPower Jasmin Limited Partnership, General Partner of RIO BRAVO JASMIN, a California General Partnership, that said instrument was signed and sealed on behalf of said corporation and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Notary Public

My Commission Expires: _____

[Notarial Seal]


Maryland
STATE OF ~~CALIFORNIA~~)
) §
COUNTY OF *Baltimore*)

On July 12, 1995, before me, Melissa A. Hill personally appeared Charles H. Lenthum, Vice President of CD Poso I, Inc., General Partner of RIO BRAVO POSO, a California Partnership,

X personally known to me -OR-

— proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

Witness my hand and official seal.

Melissa A. Hill
SIGNATURE OF THE NOTARY PUBLIC
my commission expires 09/24/96


Maryland
STATE OF ~~CALIFORNIA~~)
COUNTY OF Baltimore) S

On July 12, 1995, before me, Melissa A. Hill
personally appeared Charles H. Linthicum, Vice President of CD
Poso II, Inc., General Partner of RIO BRAVO POSO, a California
Partnership,

X personally known to me -OR-

— proved to me on the basis of satisfactory evidence to be the
person(s) whose name(s) is/are subscribed to the within
instrument and acknowledged to me that he/she/they executed the
same in his/her/their authorized capacity(ies), and that by
his/her/their signature(s) on the instrument the person(s), or
the entity upon behalf of which the person(s) acted, executed
the instrument.

Witness my hand and official seal.

Melissa A. Hill
SIGNATURE OF THE NOTARY
PUBLIC
BALTIMORE CO. MD.
09/20/95

Maryland
STATE OF ~~CALIFORNIA~~)
COUNTY OF Baltimore) S

On July 12, 1995, before me, Melissa A. Hill
personally appeared Charles H. Linthicum, Vice President of CD
Poso III, Inc., General Partner of RIO BRAVO POSO, a California
Partnership,

— personally known to me -OR-

— proved to me on the basis of satisfactory evidence to be the
person(s) whose name(s) is/are subscribed to the within
instrument and acknowledged to me that he/she/they executed the
same in his/her/their authorized capacity(ies), and that by
his/her/their signature(s) on the instrument the person(s), or
the entity upon behalf of which the person(s) acted, executed
the instrument.

Witness my hand and official seal.

Melissa A. Hill
SIGNATURE OF THE NOTARY
PUBLIC
BALTIMORE CO. MD.
09/20/95

STATE OF Colorado)
) §
COUNTY OF Denver)

On this 25 day of July, 1995, before me personally appeared Michael J. Ruffatto, to me personally known, who, being by me duly sworn, says that he is President of **Ultrabravo Oil Development Company, General Partner of RIO BRAVO POSO, a California Partnership**, that said instrument was signed and sealed on behalf of said corporation and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Notary Public

My Commission Expires: June 22, 1997

[Notarial Seal]

STATE OF Colorado)
) §
COUNTY OF Denver)

On this 25 day of July, 1995, before me personally appeared Michael J. Ruffatto, to me personally known, who, being by me duly sworn, says that he is President of **Ultrapower 8, Incorporated, General Partner of Ultrapower Poso Limited Partnership, a General Partner of RIO BRAVO POSO, a California Partnership**, that said instrument was signed and sealed on behalf of said corporation and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Notary Public

My Commission Expires: June 22, 1997

[Notarial Seal]